As filed with the Securities and Exchange Commission on August 6, 2025

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TRULIEVE CANNABIS CORP.
(Exact name of registrant as specified in its charter)

British Columbia	**84-2231905**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. employer identification no.)**

6749 Ben Bostic Road
Quincy, FL 32351
(Address of principal executive offices)

Third Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan
(Full title of the plan(s))

Kim Rivers
Chairman and Chief Executive Officer
Trulieve Cannabis Corp.
6749 Ben Bostic Road
Quincy, FL 32351
(Name and address of agent for service)

(850) 298-8866
(Telephone number, including area code, of agent for service)

Copies to:

Derek Sigel **DLA Piper (Canada) LLP** **Bay Adelaide Centre – West Tower** **Suite 5100 – 333 Bay Street** **Toronto, Ontario** **M5H 2R2 Canada** **(416) 365-3500**	**Patrick Pazderka** **Fox Rothschild LLP** **City Center** **33 S. Sixth Street, Suite 3600** **Minneapolis, MN 55402** **(612) 607-7000**	**Eric Powers, Esq.** **Trulieve Cannabis Corp.** **6749 Ben Bostic Road** **Quincy, FL 32351** **(850) 298-8866**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 ("Registration Statement") is being filed for the purpose of registering an additional 10,000,000 Subordinate Voting Shares, no par value ("Shares"), of Trulieve Cannabis Corp. (the "Company") reserved for issuance under the Third Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan (the "Plan"). These additional Shares are additional securities of the same class as other securities for which the Company previously filed with the U.S. Securities and Exchange Commission (the "Commission") under the Plan on a Form S-8 (File No. 333-259175) on August 31, 2021, a Form S-8 (File No. 333-272967) on June 28, 2023, and a Form S-8 (File No. 333-280401) on June 21, 2024 (the "Prior Registration Statements"). The additional 10,000,000 Shares were reserved for issuance in connection with the amendment and restatement of the Company's Second Amended and Restated 2021 Omnibus Incentive Plan, which was approved by the Company's shareholders on June 12, 2025, at the Company's 2025 Annual General and Special Meeting of Shareholders.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement, are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements, with respect to securities offered pursuant to the Plan, are hereby incorporated by reference.

The following documents filed by the Registrant are incorporated by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on February 27, 2025 (File No. 000-56248), including any amendments or supplements thereto;

(b) The portions of Registrant's definitive proxy statement on Schedule 14A dated April 28, 2025, filed with the Commission on April 29, 2025 (File No. 000-56248) that are incorporated by reference in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024, including any amendments or supplements thereto;

(c) The Registrant's Quarterly Report on Form 10-Q as of and for the three months ended March 31, 2025, filed with the Commission on May 7, 2025 (File No. 000-56248) and the Registrant's Quarterly Report on Form 10-Q as of and for the three months ended June 30, 2025, filed with the Commission on August 6, 2025 (File No. 000-56248);

(d) The Registrant's Current Reports on Form 8-K, filed with the Commission on February 27, 2025, March 7, 2025, May 7, 2025, June 13, 2025 and August 6, 2025 (in each case, File No. 000-56248); and

(e) The description of the Registrant's capital stock contained in the Registrant's Registration Statement on Form 8-A (File No. 000-56248), filed with the Commission on February 2, 2021, including any amendment or report filed with the Commission hereafter for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the dates of filing of those documents.

Under no circumstances will any information furnished under items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

You may request a copy of the filings incorporated by reference herein, at no cost, by writing or telephoning the Registrant at:

Trulieve Cannabis Corp.
6749 Ben Bostic Road
Quincy, FL 32351
(850) 298-8866

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

Item 8. Exhibits.

Exhibit number	Description
3.1	Articles of Trulieve Cannabis Corp., as amended (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed with the Commission on January 12, 2021 (File No. 333-252052)).
4.1	Subordinate Voting Shares Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 filed with the Commission on January 12, 2021 (File No. 333-252052)).
4.2	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.11 to the Company's Annual Report on Form 10-K filed with the Commission on March 8, 2023 (File No. 000-56248)).
4.3‡	Third Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 13, 2025 (File No. 000-56248)).
5.1*	Opinion of DLA Piper (Canada) LLP.
23.1*	Consent of WithumSmith+Brown, PC.
23.2*	Consent of Marcum LLP.
23.3*	Consent of DLA Piper (Canada) LLP (included in Exhibit 5.1).
24.1*	Power of attorney (included on signature page of this Registration Statement).
107*	Filing Fee Table

‡ Management contract or compensatory plan or arrangement.
* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Quincy, the State of Florida, on the 6th day of August, 2025.

TRULIEVE CANNABIS CORP.

By: /s/ Kim Rivers
Kim Rivers
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Kim Rivers and Eric Powers as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kim Rivers Kim Rivers	Director, Chief Executive Officer (Principal Executive Officer)	August 6, 2025
/s/ Ryan Blust Ryan Blust	Interim Chief Financial Officer (Principal Financial Officer)	August 6, 2025
/s/ Joy Malivuk Joy Malivuk	Chief Accounting Officer (Principal Accounting Officer)	August 6, 2025
/s/ Thad Beshears Thad Beshears	Director	August 6, 2025
/s/ Peter Healy Peter Healy	Director	August 6, 2025
/s/ Richard May Richard May	Director	August 6, 2025
/s/ Thomas Millner Thomas Millner	Director	August 6, 2025
/s/ Jane Morreau Jane Morreau	Director	August 6, 2025
/s/ Susan Thronson Susan Thronson	Director	August 6, 2025

Exhibit 5.1

DLA Piper (Canada) LLP
Bay Adelaide - West Tower
Suite 5100 - 333 Bay Street
Toronto, ON M5H 2R2
www.dlapiper.com

August 6, 2025

Trulieve Cannabis Corp.
6749 Ben Bostic Road
Quincy, FL 32351

Dear Sirs/Mesdames:

Re: Trulieve Cannabis Corp. - Registration Statement on Form S-8

We have acted as Canadian counsel to Trulieve Cannabis Corp. (the "**Corporation**"), a British Columbia corporation, in connection with the preparation of a Registration Statement on Form S-8 (the "**Registration Statement**") under the United States Securities Act of 1933, as amended (the "**Act**"). The Registration Statement is being filed for the purpose of registering an additional 10,000,000 subordinate voting shares (the "**Subordinate Voting Shares**") of the Corporation reserved for issuance under the Third Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan (the "**Plan**"), the amendment and restatement of which was approved by shareholders on June 12, 2025, at the Corporation's 2025 Annual General and Special Meeting of Shareholders. These additional Subordinate Voting Shares are additional securities of the same class as other securities for which the Corporation previously filed with the U.S. Securities and Exchange Commission (the "**Commission**") under the Plan on a Form S-8 (File No. 333-259175) on August 31, 2021, a Form S-8 (File No. 333-272967) on June 28, 2023, and a Form S-8 (File No. 333-280401) on June 21, 2024 (the "**Prior Registration Statements**"). All capitalized terms not defined herein shall have the meanings ascribed thereto in the Registration Statement.

We are not qualified to practice law in the United States of America. The opinion expressed herein relates only to the laws of British Columbia and the federal laws of Canada applicable therein, and we express no opinion as to any laws other than the laws of British Columbia and the federal laws of Canada applicable therein (and the interpretation thereof) as such laws exist and are construed as of the date hereof (the "**Effective Date**"). Our opinion does not take into account any proposed rules or legislative changes that may come into force following the Effective Date and we disclaim any obligation or undertaking to update our opinion or advise any person of any change in law or fact that may come to our attention after the Effective Date.

For the purposes of our opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of:

1. the Registration Statement;

2. the Notice of Articles and Articles of the Corporation;

3. Subordinate Voting Shares Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Corporation's Registration Statement on Form S-1 (File No. 333-252052));

4. Description of Securities Registered Pursuant to Section 12 of the *Securities Exchange Act of 1934* (incorporated by reference to Exhibit 4.11 to the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on February 27, 2025 (File No. 000-56248));

5. The Plan (incorporated by references to Exhibit 10.1 to the Corporation's Current Report on Form 8-K (File No. 000-56248)); and

6. such other documents, records and other instruments as we have deemed appropriate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates and documents relating to the Corporation as we have deemed necessary or relevant. As to various questions of fact material to this opinion which we have not independently established, we have examined and relied upon, without independent verification, certificates of public officials and officers of the Corporation.

Whenever our opinion refers to Subordinate Voting Shares of the Corporation whether issued or to be issued, as being "fully paid and non-assessable", such opinion indicates that a holder of such Subordinate Voting Shares cannot be required to contribute any further amounts to the Corporation by virtue of its status as holder of such shares. No opinion is expressed as to the adequacy of any consideration received, whether in cash, past services performed for the Corporation or otherwise.

We have assumed with respect to all of the documents examined by us, the genuineness of all signatures (original or electronic) and seals, the legal capacity at all relevant times of any natural person signing any such documents, the incumbency of any person acting or purporting to act as a corporate or public official, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as certified or true copies or as a reproduction (including facsimiles and electronic copies), that the minute books of the Corporation provided to us contain all constating documents of the Corporation and are a complete record of the minutes, resolutions and other proceedings of the directors (and any committee thereof) and shareholders of the Corporation prior to the Effective Date, and the truthfulness and accuracy of all certificates of public officials and officers of the Corporation as to factual matters. We have further assumed that none of the Corporation's Articles or Notice of Articles, nor the resolutions of the shareholders or directors of the Corporation upon which we have relied have been or will be varied, amended or revoked in any respect or have expired.

We have further assumed that all Subordinate Voting Shares of the Corporation that have been, or may be, issued upon exercise of the stock options of the Corporation have been issued using the form of certificate provided to us. Further, we have conducted such searches in public registries in British Columbia as we have deemed necessary or appropriate for the purposes of our opinion, but have made no independent investigation regarding such factual matters.

Based upon the foregoing, we are of the opinion that any Subordinate Voting Shares that may be issued in the future under the Plan, including the Subordinate Voting Shares issuable upon exercise of the stock options of the Corporation, when issued in accordance with the terms of the Plan, including, where applicable, payment of the exercise price therefor, will be validly issued as fully paid and non-assessable shares in the capital of the Corporation.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

This opinion is limited to the matters stated herein, and no opinion or belief is implied or should be inferred beyond the matters expressly stated herein. For greater certainty, we express no opinion as to matters of tax or as to the contents of, or the disclosure in, the Registration Statement, or whether the Registration Statement provides full, true and plain disclosure of all material facts relating to the Corporation within the meaning of applicable securities laws.

Yours truly,

/s/ DLA Piper (Canada) LLP

CAN: 57683475.1

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2025, relating to the consolidated financial statements of Trulieve Cannabis Corp. and subsidiaries (the Company) as of and for the year ended December 31, 2024, and the effectiveness of the Company's internal controls over financial reporting as of December 31, 2024, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ WithumSmith+Brown, PC

New York, New York
August 6, 2025

EXHIBIT 23.2

Independent Registered Public Accounting Firm's Consent

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 29, 2024, except for Segment Reporting & Reporting Units in Note 3, as to which date is February 27, 2025, relating to the financial statements of Trulieve Cannabis Corp. (the "Company") appearing in the Annual Report on the 2024 Form 10-K of the Company for the two years in the period ended December 31, 2023. We were dismissed as auditors on March 25, 2024 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Registration Statement for the periods after the date of our dismissal.

/s/ Marcum LLP

Tampa, FL
August 5, 2025

Calculation of Filing Fee Tables

S-8

Trulieve Cannabis Corp.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Subordinate Voting Shares, no par value	Other	10,000,000	$ 4.69	$ 46,900,000.00	0.0001531	$ 7,180.39
				Total Offering Amounts:		$ 46,900,000.00		$ 7,180.39
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 7,180.39

Offering Note

1

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") shall also cover any additional subordinate voting shares (the "Shares") of Trulieve Cannabis Corp. (the "Registrant") that becomes issuable under the Registrant's Third Amended and Restated 2021 Omnibus Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding Shares.

(2) This Registration Statement covers an additional 10,000,000 Shares available for issuance pursuant to awards that may be issued in the future under the Plan as of August 6, 2025.

(3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of $4.69, the average of the high and low prices of the Registrant's Shares as quoted on the OTCQX Best Market on July 30, 2025.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Sources												